

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
W.R. GRACE & Co., <u>et al.</u> , ¹)	
)	Jointly Administered for Administrative
)	Purposes under
Debtors.)	Case No. 01-01139 (JKF)
)	
)	Re: D.I. 6715

**STATEMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL IN RESPONSE
TO THE COURT'S REVISED ORDER REQUIRING FILING OF STATEMENTS
PURSUANT TO FED. R. BANKR. P. 2019 DATED OCTOBER 22, 2004**

Now Comes Morris, Nichols, Arsh & Tunnell ("Morris Nichols"), of the address listed below, and in response to this Court's Revised Order Requiring Filing of Statements Pursuant to Fed. R. Bankr. P.2019, dated October 22, 2004 (the "Revised Order"), states as follows:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. MNAT represents the following entities (collectively, the "Clients") in the above referenced bankruptcy cases:

- a. Travelers Casualty and Surety;
- b. National Medical Care;
- c. Fresenius Medical Care Holdings, Inc. ("FMCH") and certain or its direct and indirect corporate subsidiaries (the "FMCH Group"); and
- d. The Scotts Company.

2. The FMCH Group² and National Medical Care are defendants to certain adversary proceeding claims brought by the Official Committee of Asbestos Property Damage Claimants and the Official Committee of Asbestos Personal Injury Claimants.

3. The names and addresses of the Clients and, if applicable, the nature and amount of the Clients' claims and the time of the Clients' acquisition thereof, are reflected on the Excel Spreadsheet submitted to the Clerk on compact disk and referenced as Exhibit A.

4. I am unaware of any written agreement or instrument whereby Morris Nichols is empowered to act on behalf of the Clients.

5. The date that each of the Clients individually agreed to and authorized the retention of Morris Nichols as their counsel, as well as the as the pertinent facts and circumstances in connection with the employment, is reflected on the Excel Spreadsheet submitted to the Clerk on compact disk and referenced as Exhibit A.

6. Morris Nichols does not presently own, nor has it previously owned, any claims or interests against the Debtors.

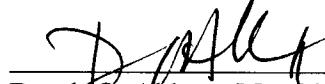
² On October 25, 2004, in compliance with this Court's Amendatory Order of August 27, 2004 that required filing of statements pursuant to Fed. R. Bankr. P. 2019, Morris Nichols submitted a Rule 2019 Statement on behalf of the FMCH Group [D.I. 6717].

7. If the Court desires additional information from Morris Nichols regarding its representation of the Clients, Morris Nichols will promptly provide such information.

I, Derek C. Abbott, declare under penalty of perjury that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: December 21, 2004
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL


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